



THE FAMILY LINES RAIL SYSTEM

908 W. Broadway · P.O. Box 32290 · Louisville, Kentucky 40232 · Telephone (502) 587-5000

RECORDATION NO. 11554-A Filed 1425

JUL 27 1981 10 15 AM

July 24, 1981

INTERSTATE COMMERCE COMMISSION
LAW DEPARTMENT
Writer's direct
telephone line: 584-5235

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

No. 1-208A030
Date JUL 27 1981
Fee \$ 10.00
ICC Washington, D. C.

Dear Madam Secretary:

There is transmitted to you herewith for filing and recordation, pursuant to 49 U.S.C. Section 11303, duly executed counterparts of an Amendment Agreement dated as of December 2, 1980 among Louisville and Nashville Railroad Company, whose address is 908 West Broadway, Louisville, Kentucky 40203, First Security State Bank, whose address is 79 South Main Street, Salt Lake City, Utah 84111, and First Security Bank of Utah, N.A., whose address is 79 South Main Street, Salt Lake City, Utah 84111.

The Amendment Agreement amends that Trust Indenture and Security Agreement dated as of January 1, 1980 which was filed and recorded with the Interstate Commerce Commission on March 4, 1980 and assigned Recordation No. 11554. Schedule I to the Security Agreement is amended to read as set forth in Schedule I of the Amendment Agreement, copy attached.

Attached hereto is the prescribed recordation fee for filing said Amendment Agreement.

This letter of transmittal is signed by an officer of Louisville and Nashville Railroad Company designated for the purpose hereof who has knowledge of the matters set forth herein.

RECEIVED
JUL 27 10 04 AM '81

Ms. Agatha L. Mergenovich

-2-

July 24, 1981

After recordation, please return the recorded counterparts of said Amendment Agreement to:

Mr. David M. Yearwood
General Attorney
Louisville and Nashville Railroad Company
P. O. Box 32290
Louisville, Kentucky 40232.

Respectfully yours,

LOUISVILLE AND NASHVILLE RAILROAD COMPANY

By David M. Yearwood
David M. Yearwood
General Attorney

Attachments

SCHEDULE I TO TRUST A
SECURITY AGREEMENT

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Category</u>
26	XL	50-ton box cars	96348-96350 96354-96361 96363 96364 96366 96368-96375 96377 96381 96383 96386	10
12	XM	50-ton box cars	96388 96393 96395 110302 110303 110306 110319 110320 110323 110324 110326 110331	10
14	XF	70-ton box cars	112768 112770-112773 112777 112778 112780-112783 112785 113889 113890	13
29	XL	70-ton box cars	112257 112528 112543 112544 112546 112547 112550 112553-112555 112557-112565 112569 112571-112573 112760-112764 112767	13

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Category</u>
28	XM	70-ton box cars	112541 112542 112749 112751 112752 112788 112790-112796 112801 112802 112804 112805 112807 112808 112810-112813 112815 112817-112820	13
7	XP	100-ton box cars	113959 113960 114075-114077 114079 114303	14
70	HT	70-ton open top hopper cars	76525 76526 76528-76530 76532-76541 76543-76553 76556 76558-76566 76568 76571 76572 76574 76576-76584 76586-76588 76590-76592 76595 76596 76599-76601 76603-76607 76611 76612 76615-76617	12
30	HT	80-ton open top hopper cars	189448 189449 189451-189453 189455 189458	12

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Category</u>
			189459	
			189461-189463	
			189466	
			189467	
			189469-189472	
			189475-189481	
			189484	
			189486-189489	
			189492	
9	HT	100-ton open top hopper cars	192112-192118 192121 192122	14
54	GB	70-ton gondola cars	27449 27450 27452 28601 28602 28605 28606 28608-28611 28617 28618 29052 29202-29205 29567 29568 29570-29572 29574-29577 29579 29581 29583-29585 29587-29596 29599-29601 29603 29605-29607 29609-29612 29621	12
2	GBS	70-ton gondola cars	27453 27454	12
13	LG	70-ton gondola cars	27777-27781 27783 27785-27788 29617 29618 29620	12
1	GBS	100-ton gondola car	27979	12

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Category</u>
1	GBSR	100-ton gondola car	29619	12
29	LO	70-ton ballast cars	45201 45203 45204 45206 45208-45210 45212 45214-45217 45219-45221 45225-45230 45232 45236 45237 45239 45241 45244-45246	10
4	LO	70-ton covered hopper cars	37173 37176 201891 201892	10
52	LO	100-ton covered hopper cars	201657 201658 201661 201662 201664-201668 201671 201677 201894 201895 201898 201899 204300-204302 204308 204311 205216-205222 205224 205226 205228-205232 205235-205249 250521-250523	14
32	LP	50-ton ribbon rail cars	42867-42873 42875-42899	10

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Category</u>
20	LP	70-ton pulpwood cars	20014-20021 20100 20194-20196 20286 20287 20289 20290 20292-20295	11

433

Interstate Commerce Commission

Washington, D.C. 20423

7/27/81

OFFICE OF THE SECRETARY

**David M. Yearwood
General Attorney
L&N Railroad Co.
P.O.Box 32290
Louisville, KY. 40232**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **7/27/81** at **10:15am**, and assigned recordation number(s).

11554-A

11555-A

12062-B

12062-C

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

11554-A
RECORDATION NO. Filed 1425

AMENDMENT AGREEMENT
[L&N TRUST A] JUL 27 1981 10 15 AM

INTERSTATE COMMERCE COMMISSION

This Amendment Agreement dated as of December 2, 1980 among LOUISVILLE AND NASHVILLE RAILROAD COMPANY, a Kentucky corporation (hereinafter called "Lessee"), FIRST SECURITY STATE BANK, a Utah corporation, as Trustee (hereinafter called "Owner Trustee") under a Trust Agreement dated as of January 1, 1980 with LICC Corp., and FIRST SECURITY BANK OF UTAH, N.A., a national banking association, as Trustee (hereinafter called "Security Trustee") under a Trust Indenture and Security Agreement dated as of January 1, 1980 (hereinafter called the "Trust A Security Agreement") with Owner Trustee.

W I T N E S S E T H:

WHEREAS:

(a) The parties hereto, among others, have entered into a Participation Agreement dated as of January 1, 1980 (hereinafter called the "Trust A Participation Agreement") providing for the leveraged lease financing of the reconstruction of certain railroad equipment.

(b) Owner Trustee and Lessee have entered into a Lease of Railroad Equipment dated as of January 1, 1980 (hereinafter called the "Trust A Lease").

(c) The Trust A Security Agreement and the Trust A Lease were filed with the Interstate Commerce Commission pursuant to §11303 of Title 49, United States Code, on March 4, 1980 at 3:45 P.M. and were assigned recordation numbers 11554 and 11555, respectively.

(d) All equipment deliveries pursuant to the Trust A Participation Agreement have been completed, and the parties hereto desire to amend the Trust A Security Agreement and the Trust A Lease pursuant to Section 9(c) of the Trust A Participation Agreement to reflect the equipment subject thereto and to make certain other changes in such documents.

NOW, THEREFORE, in consideration of the mutual agreements herein contained and intending to be legally bound hereby, the parties hereto agree as follows:

1. Owner Trustee and Security Trustee agree that the Trust A Security Agreement is hereby amended as follows:

(a) Subsections (a) and (b) of Section 8.01 of the Trust A Security Agreement are each amended by deleting therefrom "10 Business Days" and substituting therefor:

five Business Days after there has been given to Owner, Owner Trustee and Lessee by Security Trustee or any Noteholder a written notice specifying such default and requiring it to be remedied

(b) Schedule I to the Trust A Security Agreement is hereby deleted and there is substituted therefor the Schedule I attached hereto.

2. Owner Trustee and Lessee agree that the Trust A Lease is hereby amended by deleting Schedules A and B thereto and substituting therefor the Schedules A and B attached hereto.

3. Lessee will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Section 15 of the Trust A Lease.

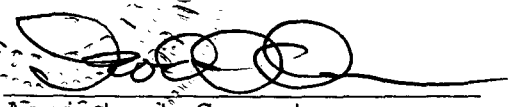
4. This Amendment Agreement may be executed in any number of counterparts, all of which together shall constitute a single instrument.

5. This Amendment Agreement shall be deemed to have been made under and shall be governed by the laws of the Commonwealth of Kentucky in all respects, including matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective officers thereunto duly authorized as of the day and year first above written.

(Corporate Seal)

ATTEST:


Assistant Secretary

LOUISVILLE AND NASHVILLE
RAILROAD COMPANY

By


Vice President


(Corporate Seal)

ATTEST:


Authorized Officer

FIRST SECURITY STATE BANK,
as Owner Trustee

By


Authorized Officer

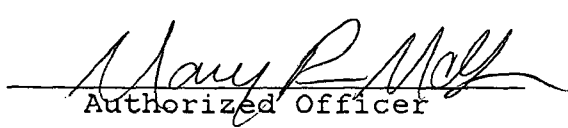
(Corporate Seal)

ATTEST:


Authorized Officer

FIRST SECURITY BANK OF UTAH, N.A.,
as Security Trustee

By


Authorized Officer

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On this 17th day of April, 1981, before me personally appeared MARY PAXMAN MCGEE, to me personally known, who, being by me duly sworn, says that he is an authorized officer of First Security Bank of Utah, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said association and that said instrument was signed and sealed on behalf of said association by authority of its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Randy R. Murchant
Notary Public

(Notarial Seal)

My Commission Expires

[illegible]

On this 17th day of April, 1981, before me personally appeared FUCHIA B. EICHERS, to me personally known, who, being by me duly sworn, says that he is an authorized officer of First Security State Bank, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Randy R. Murchant
Notary Public

(Notarial Seal)

My Commission Expires

STATE OF FLORIDA)
)
COUNTY OF DUVAL) SS

On this 19 day of ^{May}~~April~~, 1981, before me personally
appeared H. L. Snyder, to me personally
known, who, being by me duly sworn, says that he is
Vice Pres. - Pres. of Louisville and Nashville Railroad
Company, that one of the seals affixed to the foregoing
instrument is the corporate seal of said corporation and
that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors, and he
acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

James L. Hollins
Notary Public

(Notarial Seal)

My Commission Expires 11/15/81

SCHEDULE B TO TRUST A
LEASE OF RAILROAD EQUIPMENT

RENTALS AND TERMS

<u>Category of Units</u>	<u>Basic Rental Factor (as percentage of Total Cost)</u>	<u>Ratio of Reconstr. Cost to Total Cost</u>	<u>No. Payments of Basic Rent</u>	<u>End of Initial Lease Term</u>
10	6.4933	79.99%	20	1/31/91
11	6.2253	73.07%	22	1/31/92
12	5.8784	76.19%	24	1/31/93
13	5.5539	81.10%	26	1/31/94
14	5.3399	82.12%	28	1/31/95

DATE 1: July 31, 1980
DATE 2: May 1, 1980

SCHEDULE I TO TRUST A
SECURITY AGREEMENT

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LEASE OF RAILROAD EQUIPMENT

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